



BYLAWS
OF
**NURSES PEER SUPPORT NETWORK
(NPSNetwork)**

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be NURSES PEER SUPPORT NETWORK (NPSNetwork). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2 – Purpose: NURSES PEER SUPPORT NETWORK is organized exclusively for charitable, scientific, and educational purposes.

The purpose of this corporation is:

- **To educate health care practitioners about substance use disorder, treatment and recovery;**
- **To create a support structure in the form of regular meetings to be attended by nurses with substance use disorder and other forms of recovery to discuss common problems and share solutions; and**
- **To conduct informational activities to increase professional and public awareness of related issues.**

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board role, size, composition, and compensation: The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to fifteen (15) but not fewer than seven (7) members. The Board shall not be comprised of less than 51% nurses. The Board receives no compensation other than reasonable expenses.

Section 2 – Terms: All board members shall serve three-year terms but are eligible for re-election for up to five (5) consecutive terms.

Section 3 – Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each member have written notice at least two (2) weeks in advance. Meetings of the Board may be held electronically, if the members can, at minimum, simultaneously hear each other. Any action taken by such method(s) shall be as valid as meeting in person. There shall be at least one (1) meeting of the membership each year, which shall be the Annual Meeting. The Annual Meeting shall be held at such time and place as shall be determined by the Board.

Section 4 – Board elections: During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 – Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 – Quorum: A quorum must be attended by a majority of the board members, including two officers, for business transactions to take place and motions to pass. Between meetings of the NPSNetwork Board of Directors, the members may vote by e-mail.

Section 7 – Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, or co-chairs, secretary, and treasurer. Their duties are as follows:

The chair or co-chairs shall convene regularly scheduled board meetings, shall preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice chair or co-chairs shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two

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weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, considered more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 – Special meetings: Special meetings of the board shall be called at the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, education, data collection, etc. The board chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and the bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V – DIRECTOR AND STAFF

Section 1 – Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and perform the duties described in the job description. The board can designate other duties, as necessary.

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ARTICLE VI – CONFLICT OF INTEREST

Section 1. Purpose: The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of a member or employee of the Board of NPSN or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Procedures

- a. Each member of the Board or employee of NPSN shall have a duty to disclose any possible conflict of interest with respect to any matter appearing on the agenda for any meeting of the Advisory Board;
- b. A member disclosing such a possible conflict of interest shall not be eligible to vote on the affected agenda item if it comes before the Board;
- c. After exercising due diligence, the Board shall determine whether NPSN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the absent members whether the transaction or arrangement is in the best interest of NPSN and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether or not to enter into the transaction or arrangement.

ARTICLE VII – INDEMNIFICATION

Section 1. General:^[SEP] To the full extent authorized under the laws of the State of Minnesota, NPSN shall indemnify any member, officer, employee or agent, or former member, officer, employee or agent of NPSN against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been a member, officer, employee or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

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The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, or resolution of the Board.

Section 2. Insurance: NPSN may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not NPSN would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VIII – BOOKS AND RECORDS

NPSN shall keep complete books and records of account and minutes of the proceedings of the Board.

ARTICLE XI - DISSOLUTION

In the event the Board of Directors deems it advisable to dissolve the Association, they shall adopt a resolution to this effect and shall also adopt a resolution recommending a Plan of Dissolution which shall provide for the discharge of all debts and liabilities and for the preservation of all historically significant records and documents, in accordance with the purpose of the Association. Any distribution of the assets of the corporation may be made to any other organization described in Section 501(c) of the U.S. Internal Revenue Code of 1986 as it may be amended or such other organization as is designed to carry out the purposes for which this corporation is formed and shall not in any case incur to the benefit of any representative or officer of this corporation, or any private individual. Acceptance of the resolution shall be by a two-thirds vote of the members eligible to vote in an annual or special meeting of the NPSNetwork.

ARTICLE XIII – PARLIMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the meetings of this Association in all cases to which they are applicable, and in which they are consistent with these bylaws.

ARTICLE XIV – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended, when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent with regular board announcements.

Carrie Mortrud, Secretary

Date January 14, 2025